

HEARING DATE: April 13, 2011 at 10:00 a.m. EST
OBJECTION DEADLINE: April 8, 2011 at 4:00 p.m. EST

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., *et al.* : 08-13555 (JMP)
Debtors. : (Jointly Administered)
: :
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**RESERVATION OF RIGHTS OF BARCLAYS CAPITAL INC. AND
ITS AFFILIATES IN RESPONSE TO DEBTORS' MOTION PURSUANT
TO SECTION 105 OF THE BANKRUPTCY CODE AND RULE 7026
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR
AUTHORIZATION TO ESTABLISH AND IMPLEMENT PROCEDURES
IN CONNECTION WITH DISCOVERY RELATED TO PLAN CONFIRMATION**

Barclays Capital Inc. and its affiliates (collectively, “Barclays”) by and through their undersigned counsel, hereby submit this reservation of rights (the “Reservation of Rights”) in response to the Motion Pursuant to Section 105 of the Bankruptcy Code and Rule 7026 of the Federal Rules of Bankruptcy Procedure for Authorization to Establish and Implement Procedures in Connection with Discovery Related to Plan Confirmation, dated March 8, 2011 (D.I. 14867, the “Original Filing”), as revised by the Debtors’ proposed Amended Order Establishing Schedule and Procedures in Connection with Discovery Related to Plan Confirmation and Other Issues, dated March 31, 2011 (D.I. 15539, the “Interim Order”) and the Debtors’ proposed Second Amended Order Establishing Schedule and Procedures in Connection with Discovery

Related to Plan Confirmation and Other Issues, dated April 6, 2011 (D.I. 15682, the “Modified Order”, and together with the Original Filing, and the Interim Order, the “Motion”). In support of its Reservation of Rights, Barclays respectfully states as follows:

RESERVATION OF RIGHTS

As a result of revisions that have been incorporated into the Modified Order following discussions with the Debtors, Barclays does not presently object to entry of the Modified Order in its current form. To the extent, however, that other parties-in-interest file objections to the Modified Order (collectively, the “Objections”), or the Debtors propose additional revisions prior to its entry, Barclays reserves its rights to be heard in response, including without limitation, by filing a supplement to this Reservation of Rights.

REQUEST FOR RELIEF

WHEREFORE, for the reasons set forth herein, Barclays respectfully requests that this Court: (a) grant leave to Barclays to supplement this Reservation of Rights or otherwise to be heard in response to any Objections to, or further revisions of, the Modified Order; and (b) grant such other and further relief as this Court may deem just or proper.

Dated: New York, New York
April 8, 2011

Respectfully submitted,

CLEARY GOTTLIEB STEEN & HAMILTON LLP

By: /s/ Lindsee P. Granfield

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